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Tanzia Reynolds, Pro Per
10645 North Tatum Boulevard
#200-196
Phoenix, Arizona 85028

RECEIVED

2009 AUG 27 P 12: 22

AZ CORP COMMISSION
DOCKET CONTROL

BEFORE THE ARIZONA CORPORATION COMMISSION

In re: MICHAEL C. REYNOLDS, a married man; TANZIA REYNOLDS, a married woman CASH 2 U, LLC, an Arizona limited liability company; DOS NINAS, LLC, an Arizona limited liability company; PAR 3 MANAGEMENT, LLC, an Arizona limited liability company; Respondents.	DOCKET No. S-20692A-09-0372 **NOTICE OF OPPORTUNITY FOR HEARING REGARDING PROPOSED ORDER TO CEASE AND DESIST, ORDER FOR RESTITUTION, ORDER FOR ADMINISTRATIVE PENALTIES AND FOR OTHER AFFIRMATIVE ACTION**

Tanzia Reynolds ("Tanzia"), hereby Answers the Complaint filed on July 21, 2009, and received July 31, 2009. Respondent Tanzia hereby files the Answer and Affirmative Defenses to Arizona Corporation Commission's ("Commission") Notice and admits, denies and alleges as follows:

I.

JURISDICTIONS

Respondent Tanzia admits the allegation contained in Article 1.

II

RESPONDENTS

1. Respondent Tanzia admits that Michael C, Reynolds ("Reynolds") is an individual who, at all relevant times, resided in Maricopa County, Arizona.

Arizona Corporation Commission
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2. Respondent Tanzia lacks sufficient information to form a belief that at all relevant times, Reynolds conducted business as Friendship Finance or Friendship Finance, LLC (collectively "Friendship") and therefore denies the allegation in Article II, Item 2.

3. Respondent Tanzia admits that she is an individual who, at all relevant times, resided in Maricopa County, Arizona.

4. Respondent Tanzia admits, that she is married and currently residing in Maricopa County, Arizona. Respondent Tanzia denies that any alleged actions claimed against Reynolds were done in furtherance of the marital community of the Respondents or were a benefit to the marital community.

5. Respondent Tanzia admits the allegations made in Article II, Item 5 of the Notice.

6. Respondent Tanzia admits the allegations made in Article II, Item 6 of the Notice.

7. Respondent Tanzia admits the allegations made in Article II, Item 7 of the Notice.

8. Respondent Tanzia admits the allegations made in Article II, Item 8 of the Notice.

9. Respondent Tanzia admits the allegations made in Article II, Item 9 of the Notice.

10. Respondent Tanzia admits the allegations made in Article II, Item 10 of the Notice.

11. Respondent Tanzia admits the allegations made in Article II, Item 11 of the Notice.

12. Respondent Tanzia admits that she is referred collectively with Reynolds, Cash 2 U, LLC, Dos Ninas LLC, and Par 3 Management, LLC as a Respondent in the Notice prepared by the Commission. Respondent Tanzia denies that she should be included as a collective respondent as she lacks sufficient information to form a belief regarding all claims herein.

III

FACTS

13. Respondent Tanzia denies the allegations contained in Article III, Item 13 of the Notice.

14. Respondent Tanzia lacks sufficient information to form a belief as to what was represented and therefore denies the allegations contained in Article III, Item 14 of the Notice.

15. Respondent Tanzia lacks sufficient information to form a belief as to how much capital was raised, where investors resided, what was offered and how contracts were formed. Respondent Tanzia therefore denies the allegations in Article III, Item 15.

16. Respondent Tanzia admits executing one (1) Promissory Note and lacks sufficient information to form a belief as to any other Promissory Notes issued or signed and therefore denies the remaining allegations of Article III-A, Item 16 of the Notice.

17. Respondent Tanzia admits the allegations contained in Article III-A, Item 17 of the Notice.

18. Respondent Tanzia lacks sufficient information to form a belief as to the allegation contained in Article III-A, Item 18 of the Notice and therefore denies the same.

19. Respondent Tanzia lacks sufficient information to form a belief as to the allegation contained in Article III-A, Item 19 of the Notice and therefore denies the same.

20. Respondent Tanzia lacks sufficient information to form a belief as to the allegation contained in Article III-A, Item 20 of the Notice and therefore denies the same.

21. Respondent Tanzia lacks sufficient information to form a belief as to the allegation contained in Article III-A, Item 21 of the Notice and therefore denies the same.

22. Respondent Tanzia lacks sufficient information to form a belief as to the allegation contained in Article III-A, Item 22 of the Notice and therefore denies the same.

23. Respondent Tanzia lacks sufficient information to form a belief as to the allegation contained in Article III-A, Item 23 of the Notice and therefore denies the same.

24. Respondent Tanzia lacks sufficient information to form a belief as to the allegation contained in Article III-A, Item 20 of the Notice and therefore denies the same.

B. INVESTMENT CONTRACT

25. Respondent Tanzia lacks sufficient information to form a belief as to the allegation contained in Article III-B, Item 25 of the Notice and therefore denies the same.

26. Respondent Tanzia lacks sufficient information to form a belief as to the allegation contained in Article III-B, Item 26 of the Notice and therefore denies the same.

27. Respondent Tanzia lacks sufficient information to form a belief as to the allegation contained in Article III-B, Item 27 of the Notice and therefore denies the same.

28. Respondent Tanzia lacks sufficient information to form a belief as to the allegation contained in Article III-B, Item 28 of the Notice and therefore denies the same.

29. Respondent Tanzia lacks sufficient information to form a belief as to the allegation contained in Article III-B, Item 29 of the Notice and therefore denies the same.

30. Respondent Tanzia lacks sufficient information to form a belief as to the allegation contained in Article III-B, Item 30 of the Notice and therefore denies the same.

31. Respondent Tanzia lacks sufficient information to form a belief as to the allegation contained in Article III-B, Item 31 of the Notice and therefore denies the same.

32. Respondent Tanzia lacks sufficient information to form a belief as to the allegation contained in Article III-B, Item 32 of the Notice and therefore denies the same.

C. GENERAL ALLEGATIONS

33. Respondent Tanzia lacks sufficient information to form a belief as to the allegation contained in Article III-C, Item 33 of the Notice and therefore denies the same.

34. Respondent Tanzia lacks sufficient information to form a belief as to the allegation contained in Article III-C, Item 34 of the Notice and therefore denies the same.

35. Respondent Tanzia lacks sufficient information to form a belief as to the allegation contained in Article III-C, Item 35 of the Notice and therefore denies the same.

36. Respondent Tanzia lacks sufficient information to form a belief as to the allegation contained in Article III-C, Item 36 of the Notice and therefore denies the same.

37. Respondent Tanzia lacks sufficient information to form a belief as to the allegation contained in Article III-C, Item 37 of the Notice and therefore denies the same.

38. Respondent Tanzia denies the allegations contained in Article III-C, Item 38 of the Notice.

39. Respondent Tanzia admits one deposit was made into her personal account; however, denies she personally made the deposit. Respondent Tanzia lacks sufficient information as to whether an investor authorized her to make a payment and therefore denies the allegations contained in Article III-C, Item 39 of the Notice.

40. Respondent Tanzia lacks sufficient information to form a belief as to the allegation contained in Article III-C, Item 40 of the Notice and therefore denies the same.

41. Respondent Tanzia admits to not being registered with the Commission as a dealer or salesman.

42. Respondent Tanzia lacks sufficient information to form a belief as to the allegation contained in Article III-C, Item 42 of the Notice and therefore denies the same except for the one Promissory Note she did sign which was filed with a UCC Financing Statement and registered as a Security instrument.

IV

VIOLATION OF A.R.S. §44-1841

43. Respondent Tanzia denies the allegations contained in Article IV, Item 43 of the Notice.

44. Respondent Tanzia lacks sufficient information to form a belief as to the allegation contained in Article IV, Item 44 of the Notice and therefore denies the same.

45. Respondent Tanzia lacks sufficient information to form a belief as to the allegation contained in Article IV, Item 45 of the Notice and therefore denies the same.

V

VIOLATION OF A.R.S. §44-1842

46. Respondent Tanzia denies the allegations contained in Article V, Item 46 of the Notice.

47. Respondent Tanzia lacks sufficient information to form a belief as to the allegation contained in Article V, Item 47 of the Notice and therefore denies the same.

VI

VIOLATION OF A.R.S. §44-1991

48. Respondent Tanzia denies the allegations contained in Article VI, Item 48(a)-(g) of the Notice.

49. Respondent Tanzia lacks sufficient information to form a belief as to the allegation contained in Article VI, Item 49 of the Notice and therefore denies the same.

50. Respondent Tanzia lacks sufficient information to form a belief as to the allegation contained in Article VI, Item 50 of the Notice and therefore denies the same.

VII

REQUESTED RELIEF

1. Respondent Tanzia denies the allegations contained in Article VII, Item 1 of the Notice.
2. Respondent Tanzia denies the allegations contained in Article VII, Item 2 of the Notice.
3. Respondent Tanzia denies the allegations contained in Article VII, Item 3 of the Notice.
4. Respondent Tanzia denies the allegations contained in Article VII, Item 4 of the Notice.
5. Respondent Tanzia denies the allegations contained in Article VII, Item 5 of the Notice.

VIII

Respondent Tanzia denies each and every allegation not specifically admitted or otherwise qualified herein.

AFFIRMATIVE DEFENSES

As for her affirmative defenses, Respondent Tanzia alleges:

A. Failure to State a Claim;

B. Failure of Consideration;

C. Setoff;

D. Waiver;

E. Payment;

F. Accord and Satisfaction;

G. Release;

H. Estoppel;

I. Laches;

J. Non-Party at Fault;

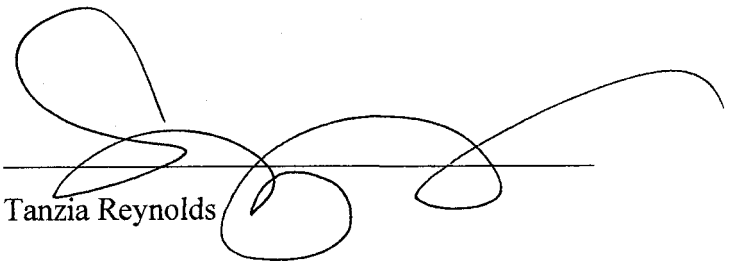
K. Failure to plead with particularity;

L. Absence of benefit to the marital community – the matters alleged in the Notice did not benefit Respondent's marital community in any way and therefore Tanzia Reynolds is not a proper party to this proceeding.

M. Respondent Tanzia reserves the right to raise such other defenses as may be revealed through subsequent discovery and as is entitled to by law.

WHEREFORE, having fully answered the allegations in the Notice, Respondent Tanzia requests that the Notice be dismissed and that Respondent Tanzia be awarded attorneys' fees and costs incurred in connection with this action and any other further relief as may be deemed just and proper.

DATED this 24th day of August 2009.



Tanzia Reynolds

Hand delivered to:

Arizona Corporation Commission
1200 West Washington
Phoenix, Arizona 85007

Arizona Corporation Commission
Attn: Securities Division
c/o Aikaterine Vervilos
1300 West Washington, 3rd Floor
Phoenix, Arizona 85007